FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	ROVAL
OMB Number:	3235-0076
Expires: April 30	), 2008
Estimated avera	ge burden
hours per respor	ise 16.00

SEC USE ONLY						
Prefix Serial						
DA <sup>*</sup>	TE RECEI	VED				

Name of Offering ( check if this is an amendment and name has changed, and indicate change	e.)				
Options to purchase Common Stock	DDAAECCE				
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 506	☐ Section 4(6) ☐ UEOE ☐ UEOE				
Type of Filing: ☐ New Filing ☐ Amendment	ALIC 9 9 900C				
A. BASIC IDENTIFICATION DATA	AUG 2 2 2005				
Enter the information requested about the issuer	THOMSON				
Name of Issuer ( check if this is an amendment and name has changed, and indicate change	e.) FINANCIAL				
Athenix Corp.					
Address of Executive Offices (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)					
2202 Ellis Road, Suite B, Durham, NC 27703 (919) 281-0900					
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)				
(if different from Eixecutive Offices)					
Brief Description of Business					
Agricultural Biotechnology and Genetics					
Type of Business Organization					
□ Corporation    □ Iimited partnership, already formed    □ other (please state)	pecify):				
☐ business trust ☐ limited partnership, to be formed	05062944				
Month Year	<del></del>				
Actual or Estimated Date of Incorporation or Organization: 12 00 Actual	☐ Estimated				
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for	State:				
CN for Canada; FN for other foreign jurisdiction)	N C				

### **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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<ul> <li>Each beneficial ov</li> </ul>	the issuer, if the iss vner having the pov	suer has been organized with ver to vote or dispose, or dire			of equity securities of the issuer; p issuers; and
<ul> <li>Each general and</li> </ul>	managing partner of	of partnership issuers.			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, i	f individual)				
Carozzi, Nadine					
Business or Residence Adda 2202 Ellis Road, Suite B, Du	•	er and Street, City, State, Zip	o Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or  Managing Partner
Full Name (Last name first,	f individual)				
Caulder, Jerry					
Business or Residence Adda 2202 Ellis Road, Suite B, Du		er and Street, City, State, Zip	o Code)		
				——————————————————————————————————————	
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Duck, Nicholas	f individual)				
Business or Residence Addi	ress (Numb	er and Street, City, State, Zip	Code)		**************************************
2202 Ellis Road, Suite B, Du	-				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first,	f individual)				
Koziel, Mike				2	
Business or Residence Addi	•	er and Street, City, State, Zip	Code)		
2202 Ellis Road, Suite B, Du	irham, NC 27703				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i Andres, Markus	f individual)				
			- 0-4-)		
Business or Residence Adda 2202 Ellis Road, Suite B, Du	•	er and Street, City, State, Zip	o Code)		
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Boston Millennia Partners					
Business or Residence Adda 30 Rowes Wharf, Suite 500,		er and Street, City, State, Zip 0	o Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i Jevon, Rob	f individual)				15
Business or Residence Addr	ress (Numb	er and Street, City, State, Zig	Code)		
30 Rowes Wharf, Suite 500,	•		e ee <del>ee</del> r		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i Seifert, Gerhard-Karl	f individual)				
Business or Residence Addr	ress (Numb	er and Street, City, State, Zip	Code)		
2202 Ellis Road, Suite B, Du	•	, ,,, — <sub>'</sub> ,	,		
		lank sheet or conviand use:	additional copies of this sheet	as necessary )	

A. BASIC IDENTIFICATION DATA

		of partnership issuers.			
theck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠Director	☐ General and/or  Managing Partner
ull Name (Last name first,	if individual)				
lougherty, Dennis					
usiness or Residence Add	iress (Numl	per and Street, City, State, Zip	Code)		
o Intersouth Partners, 406	Blackwell Street,	Suite 200, Durham, NC 27701			. <u></u>
heck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or  Managing Partner
ull Name (Last name first, yals, John A.	if individual)				
usiness or Residence Add	ress (Numl	per and Street, City, State, Zip	Code)		
o Metabolon, 800 Capitola	a Drive, Suite 1, Du	rham, NC 27713			
heck Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
ull Name (Last name first,	if individual)				9.9
usiness or Residence Add	iress (Numl	per and Street, City, State, Zip	Code)		
06 Blackwell Street, Suite	•	• • • • • • • • • • • • • • • • • • • •	•		
heck Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
ull Name (Last name first, olaris Venture Partners	if individual)				. ~.~
usiness or Residence Add		oer and Street, City, State, Zip 02451	o Code)		,
heck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or  Managing Partner
ull Name (Last name first,	if individual)				
ashat, Amir					
usiness or Residence Add 100 Winter Street, Suite 3		oer and Street, City, State, Zip 02451	o Code)		
heck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
ull Name (Last name first,	if individual)				
usiness or Residence Add	ress (Numl	per and Street, City, State, Zip	Code)		
heck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or  Managing Partner
ull Name (Last name first,	if individual)				meneging value
usiness or Residence Add	ress (Numb	per and Street, City, State, Zip	Code)		
heck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
ull Name (Last name first,	if individual)	Control of the desired state of the second sta		·····	
usiness or Residence Add	ress (Numb	per and Street, City, State, Zip	Code)		
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A. BASIC IDENTIFICATION DATA

				В	. INFORMA	TION ABOL	T OFFERIN	1G				
1. Has the	issuer sold,	or does the	issuer inter	nd to sell, to	non-accred	ited investo	s in this offe	ering?	eminerativasti vitorias (1966—1906) (1966) (1966) (1966)		Yes	No ⊠
				Answer als	so in Appen	dix, Column	2, if filing u	nder ULOE.			_	_
2. What is	the minimur	n investmer	nt that will be	e accepted f	rom any ind	ividual?					\$ <u>N/A</u>	
3. Does the	3. Does the offering permit joint ownership of a single unit?							Yes ⊠	No			
or similar re listed is an of the brok	emuneratior associated	for solicitat person or a If more tha	tion of purch gent of a bro in five (5) pe	nasers in con oker or dealersons to be	nnection with er registered	h sales of se I with the SI	ecurities in t EC and/or w	he offering. I ith a state of	ctly, any com f a person to states, list to or dealer, you	be he name		
Full Name	(Last name	first, if indiv	idual)									
Business o	or Residence	Address (N	Number and	Street, City	, State, Zip	Code)						
Name of A	ssociated B	roker or Dea	aler									
	Vhich Person					hasers			☐ All Sta	ates		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last name	first, if indiv	idual)								:	
Business o	or Residence	Address (N	Number and	Street, City	, State, Zip	Code)						
Name of A	ssociated B	roker or Dea	aler									
	Vhich Perso					hasers			☐ All Sta	ates		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last name	first, if indiv	idual)				S A *					
Business of	or Residence	Address (N	Number and	Street, City	, State, Zip	Code)			· · · · · · · · · · · · · · · · · · ·			
Name of A	ssociated B	roker or Dea	aler						*****			
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(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and

indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold Debt ..... \$ Equity ..... \$ \$ ☐ Common ☐ Preferred Convertible Securities (including warrants) ...... options to purchase common stock \$29,243.24 \$29,243.24 Partnership Interests ..... \$ \$ Other (Specify Total ..... \$29,243.24 \$29,243.24 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors \$ Accredited Investors ..... \$ Non-accredited Investors ..... Total (for filings under Rule 504 only) ..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. **Dollar Amount** Type of Security Type of offering Sold Rule 505 ..... \$ Regulation A ..... Rule 504 ..... Total ..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees ..... \$ Printing and Engraving Costs ..... Legal Fees .....  $\boxtimes$ \$1,000.00 Accounting Fees ..... \$ Engineering Fees ...... \$ Sales Commissions (specify finders' fees separately) ...... \$ Other Expenses (identify) Blue sky filing fee for CA Department of Corporations \$ 35.00 \$1,035.00 Total ......

Purchase, rental or leasing and installation of r		□ \$	<b>□</b> \$
Construction or leasing of plant buildings and f	acilities	□ \$	□\$
Acquisition of other businesses (including the securities involved in this offering that may be exchange for the assets or securities of anoth pursuant to a merger)	used in er issuer	□ \$	□ \$
Repayment of indebtedness		□ \$	□ <b>\$</b>
Working capital Other (specify):		□ \$ □ \$	⊠ \$28,208.24 □ \$
		□ \$	<b>□</b> \$
Column Totals	•••••	<b>\$</b>	⊠ \$28,208.24 ⊠ \$28,208.24
	D. FEDERAL SIGNATURE		
ne issuer has duly caused this notice to be signed by th gnature constitutes an undertaking by the issuer to furn formation furnished by the issuer to any non-accredited	ish to the U.S. Securities and Excha	ange Commission, upon writ	
suer (Print or Type)	Signature	1	ate
Athenix Corp.	m. Kguf		August <u>/5</u> , 2005
ame of Signer (Print or Type)	Title of Signer (Print or Type)		
Michael Koziel	President & Chief Executive 0	Officer	
	A Description of the State Sta		, gyppy silven an an an an all silven an

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)